

EXHIBIT B



Courtney B. Harden
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April 9, 2019

VIA CERTIFIED MAIL

Roxul USA, Inc.
Attn: Trent Ogilvie, President
4594 Cayce Road
Byhalia Mississippi 38611

And

Roxul USA, Inc.
Attn: Kenneth Cammarato
Registered Agent
4594 Cayce Road
Byhalia Mississippi 38611

Re: On behalf of Jefferson County Schools Board of Education Offer to purchase
Roxul USA, Inc. property located at 665 Northport Ave, Ranson, West Virginia
pursuant to West Virginia Code Sections 18-5-8 and 54-2-1, *et seq.*

Dear Mr. Ogilvie:

This firm represents the interest of the Jefferson County Schools Board of Education ("JCS"). JCS has determined the need for a Regional Student Support Center to meet the educational needs of the community. The property is anticipated to accommodate the following programmatic components:

- Handicap accessible, sensory playground equipment
- ADA Accessible Athletic facilities for special needs populations housed on site
- Mental Health and other physical health related facilities
- Alternative education for expansion of the Opportunity Learning Center program
- Child care center for both student training in child care careers and student parents who require child care to complete their education
- Therapeutic center for social emotional support including clinical staff and trauma sensitive structures and equipment
- Virtual School Center
- Special Education Transition Facility (currently Lally House)
- Residential facility for populations housed on site for future expansion
- K-12 Transitional school
- Homebound services facility
- STEM center for gifted services

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- Parent Resource Center
- ABA support center for autism services

JCS determined that to meet these needs the subject property was required to meet the following criteria:

1. The site must be large enough to accommodate the extensive facilities that are envisioned for meeting the special needs of our changing student population.
2. The site must be strategically located in proximity to systems who can help share and reduce the cost of the overall facility through purchasing tuition and services for students.
3. The site must have access to a major roadway to create opportunity for safe and easy transportation for special needs and out of area busses.
4. The site must be near existing schools to allow for access to typically developing peers for our special education population and to minimize travel for students who will still utilize some of the resources at each grade level. This location is within one mile of 2 elementary, 1 middle and 1 high school.
5. The school in closest proximity currently houses the JCS program for students with behavioral disabilities and will benefit significantly from the proximity of the center.

JCS identified the Roxul USA, Inc. property located at 665 Northport Ave, Ranson, West Virginia ("Property") as necessary and convenient for the location of this Regional Student Support Center. JCS has determined a need for the entirety of the Property (194.7 acres). A detailed description of the Property is attached hereto as *Exhibit A*. JCS has enclosed a title report dated April 3, 2019 for your reference as *Exhibit B*.

Section 3, Article 9 of the Constitution of West Virginia provides in part that "private property shall not be taken or damaged for public use without just compensation." The West Virginia Supreme Court of Appeals has indicated that the true measure of just compensation is the fair market value of the property actually taken at the time it was appropriated, plus the difference between the fair market value of the residue of the property immediately before and immediately after the taking beyond all the benefits that may accrue from construction of the improvements for which the property taken and damages.

As this is a full take of the Property, there is no remainder and thus no damages. JCS has determined the fair market value of your property is \$1,362,900 (\$7000/acre).

The fair market value is based upon an analysis of similar properties recently sold in Jefferson County. Some of the properties which were evaluated are identified below:

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Date closed: 3.22.19
Pellinor Lane
\$425,000
62 Acres
\$6854 per acre
Deed located in Jefferson County land records: Book 1220 Page 290

Date Closed: 2.20.19
6636 Flowing Springs Rd
\$450,000
72 Acres
\$6250 per acre
Deed located in Jefferson County land records: Book 1219 Page 530

Date Closed: 12.21.18
1073 Shepherdstown Pike
\$800,000
122.76 Acres
\$6516 per acre
Deed located in Jefferson County land records: Book 1217 Page 294

Date Closed: 10.17.18
1321 Brucetown Rd
\$865,000
176.30 Acres
\$4906 per acre
Deed located in Jefferson County land records: Book 1214 Page 89

If you accept the offer referenced above, please notify the undersigned immediately and we will prepare an acquisition deed. If you believe the Property a different value, please contact the undersigned to begin negotiations.

Please contact me with any questions you have regarding the condemnation process.

Sincerely,

Courtney B. Harden, Esq.

cc: Michael Zarin, Rockwool (via email)

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Exhibit A, Description of Property

DESCRIPTION OF TRACT 1
JEFFERSON ORCHARDS, INC.
(PLAT BOOK 25, PAGE 649-652)
RANSON CORPORATION
JEFFERSON COUNTY, WEST VIRGINIA

BEING TRACT 1 AS RECORDED IN PLAT BOOK 25 AT PAGE 649-652 SITUATED ON THE NORTH SIDE OF THE CSX TRANSPORTATION RAILROAD AND WEST VIRGINIA ROUTE 9 LOCATED IN RANSON CORPORATION AND BEING PART OF THE PROPERTY OF JEFFERSON ORCHARD, INC. AS ACQUIRED BY DEED DATED DECEMBER 1, 1966 AND RECORDED IN DEED BOOK 284 AT PAGE 460 AMONG THE LAND RECORDS OF JEFFERSON COUNTY, WEST VIRGINIA.

BEGINNING AT 5/8" RE-BAR AND CAP SET ON THE NORTHERLY RIGHT OF WAY LINE OF CSX TRANSPORTATION RAILROAD MARKING THE SOUTHEASTERLY CORNER OF THE PROPERTY NOW OR FORMERLY OF THOMAS C. BOWERS (DEED BOOK 804, PAGE 284);

THENCE DEPARTING SAID NORTHERLY RIGHT OF WAY LINE OF CSX TRANSPORTATION RAILROAD AND WITH THE NORTHEASTERLY LINE OF SAID THOMAS C. BOWERS AND CONTINUING WITH THE NORTHEASTERLY LINES OF THE PROPERTY NOW OR FORMERLY OF WINSTON THREAD GILL, JR. (DEED BOOK 1085, PAGE 195) AND THE PROPERTY NOW OR FORMERLY OF JEFFERSON ORCHARDS, INC. (DEED BOOK 1046, PAGE 284);

N 24°10'38" E, 880.00 FEET

TO A 5/8" RE-BAR AND CAP SET ON THE SOUTHERLY LINE OF THE PROPERTY NOW OR FORMERLY OF CEMETERY TRUSTEES (DEED BOOK 98, PAGE 68) MARKING AN EASTERLY CORNER OF JEFFERSON ORCHARDS, INC. (DEED BOOK 1046, PAGE 284);

THENCE WITH SAID SOUTHEASTERLY LINE OF CEMETERY TRUSTEES;

S 65°27'27" E, 230.80 FEET

TO A 5/8" RE-BAR AND CAP SET;

THENCE WITH THE EASTERLY LINE OF SAID CEMETERY TRUSTEES AND CONTINUING WITH THE EASTERLY LINE OF SAID JEFFERSON ORCHARDS, INC.;

N 01 °15'02" E, 525.64 FEET

TO 5/8" RE-BAR AND CAP SET MARKING THE NORTHEASTERLY CORNER OF SAID JEFFERSON ORCHARDS, INC. AND THE SOUTHEASTERLY CORNER OF THE PROPERTY NOW OR FORMERLY OF THOMAS HODGES (DEED BOOK 184, PAGE 16);

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THENCE WITH THE EASTERLY LINES OF SAID THOMAS HODGES THE FOLLOWING SIX (6) COURSES;

N 02°34'31" E, 905.31 FEET TO A 5/8" RE-BAR AND CAP SET;

N 15° 27'25" E, 518.26 FEET TO A FENCE POST FOUND;

N 29° 38'28" E, 1,048.36 FEET TO A FENCE POINT FOUND;

N 28° 11'38" E, 75.44 FEET TO A RE-BAR FOUND;

N 14° 43'07" E, 359.56 FEET TO A FENCE POST FOUND AND;

FORMERLY OF TRUSTEES OF THE JANE SNYDER MILLER AND LIGE BENTON MILLER, JR. REVOCABLE TRUST (DEED BOOK 1098, PAGE 421);

THENCE WITH SAID SOUTHERLY, WESTERLY AND SOUTHERLY LINES OF SAID TRUSTEES OF THE JANE SNYDER MILLER AND LIGE BENTON MILLER, JR. REVOCABLE TRUST THE FOLLOWING FOUR (4) COURSES:

S 72° 30'18" E, 1,430.06 FEET TO A FENCE POINT FOUND;

S 39° 00' 25"W, 955.43 FEET TO A FENCE POINT FOUND;

S 12°47'51" W 1,246.70 FEET TO A FENCE POST FOUND AND

S 82°59'47" E 396.54 FEET

TO A 5/8" RE-BAR AND CAP SET MARKING A WESTERLY CORNER OF JEFFERSON ORCHARDS, INC. (DEED BOOK 284, PAGE 460;

THENCE WITH THE WESTERLY LINE OF SAID JEFFERSON ORCHARDS, INC.;

S 00°01'03" W 2,606.35 FEET

TO A 5/8" RE-BAR AND CAP SET ON THE WESTERLY SIDE OF AN EXTENDED RIGHT OF WAY OF WEST VIRGINIA ROUTE 9;

THENCE WITH SAID WESTERLY SIDE OF AN EXTENDED RIGHT OF WAY OF WEST VIRGINIA ROUTE 9 THE FOLLOWING (3) COURSES:

S 28° 18'18" W 62.69 FEET TO A RE-BAR FOUND;

S 36°33'55" W 375.25 FEET TO A RE-BAR FOUND AND

S 32°30'42" W 131.99 FEET

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TO A RE-BAR FOUND ON THE NORTHERLY RIGHT OF WAY LINE OF AFOREMENTIONED CSX TRANSPORTATION RAILROAD MARKING THE POINT OF A NON-TANGENT CURVE TO THE RIGHT;

THENCE WITH SAID NORTHERLY RIGHT OF WAY LINE OF CSX TRANSPORTATION RAILROAD;

2,552.52 FEET ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 17,157.07 FEET AND A CHORD BEARING AND CHORD OF N 52°34'20" W, 2,550.16 FEET RESPECTIVELY, TO A 5/8" RE-BAR AND CAP SET MARKING THE POINT OF COMPOUND CURVATURE OF A CURVE TO THE RIGHT AND

37.20 FEET ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 2,831.79 FEET AND A CHORD BEARING AND CHORD OF N 47°56'05" W, 37.20 FEET RESPECTIVELY,

TO THE POINT OF BEGINNING CONTAINING 8,481,182 SQUARE FEET OR 194.70115 ACRES OF LAND.

Being a portion of the real estate conveyed by Malcolm M. Brown and Lorena H. Brown, husband and wife, to Jefferson Orchards, Inc. by deed dated December I, 1966, of record in the office of the Clerk of the County Commission of Jefferson County, West Virginia, in Deed Book 284, page 460.



CRAWFORD LAW GROUP

120 N George Street
Charles Town, WV 25414

214 Lutz Avenue
Martinsburg, WV 25404

380 Gateway Drive, Suite 1
Winchester, VA 22603

PRELIMINARY REPORT OF TITLE

SCHEDULE A

Title is vested in: ROXUL USA INC.

Type of Title: Fee Simple

REAL ESTATE DESCRIPTION

All that certain tract or parcel of real estate situate in the Ranson Corporation, Jefferson County, West Virginia, and being more particularly designated and described as follows:

Being all of Tract 1 containing 194.70115 acres, more or less, as more particularly shown on a plat entitled "Final Plat Showing Subdivision of a Portion of the Property of Jefferson Orchards, Inc.", prepared by Kevin D. Nelson, P.S., dated October 10, 2017 and recorded in the Office of the Clerk of the County Commission of Jefferson County, West Virginia in Plat Book 25, at Page 649.

AND BEING the same real estate conveyed to Roxul USA Inc. by a deed from Jefferson Orchards, Inc., dated October 20, 2017 and recorded in the aforesaid Clerk's Office in Deed Book 1197, at Page 652.



SCHEDULE B

1. TAXES AND SPECIAL ASSESSMENTS:

a) TAXES: Full year 2018 taxes are PAID in the amount of \$8,290.64. 2019 taxes are not yet due, payable or ascertainable. West Virginia provides that a taxpayer may pay real estate taxes annually or semiannually with no penalty for selecting either choice. Full amount or half may be paid prior to September 1st to receive a 2 1/2% discount on the amount paid; second half must be paid before March 1st of the following year. Penalty dates on the respective semi-annual payments begin on October 1st and April 1st. (TCK# 24591, Map 12, Parcel 1)

NOTE: Real property taxes were not yet individually assessed for 2018. The 2019 tax ticket will reflect the outsale from the 400.6 acres.

2. DEEDS OF TRUST AND LIENS – None of record.

3. ARE THERE ANY RESTRICTIVE COVENANTS AND CONDITIONS?

Yes ___ No X ___

(a) Recorded in Deed Book xx, at page xx.

(b) Are restrictions violated? Not Known

(c) Do restrictions contain reversionary or forfeiture clause: No

4. DOES RECORDED PLAT OF SUBDIVISION SHOW BUILDING SET BACK LINE(S)? If yes, give details: see attached plat.

5. DOES LAND ABUT A PUBLICLY DEDICATED RIGHT OF WAY OR HAVE ACCESS THERETO OVER A VALID RECORDED EASEMENT? Yes

6. ARE THERE OTHER LIENS, OBJECTIONS, AND DEFECTS?

a) Land use restrictions recorded in the aforesaid Clerk's Office in Deed Book 1197, at Page 657.

b) Easement to Jefferson Orchards, Inc. recorded in the aforesaid Clerk's Office in Deed Book 1197, at Page 680.

c) Right of way to Potomac Edison recorded in the aforesaid Clerk's Office in Deed Book 1213, at Page 280.

7. IS A MOBILE HOME OR MANUFACTURED HOME LOCATED ON THE PROPERTY? Yes ___, No ___ or Not Known X ___.

8. PROPERTY IS OCCUPIED BY OWNER OR TENANT: Yes ___, No ___ or Unknown X ___

9. STATUTORY LIEN PERIOD HAS EXPIRED: Unknown

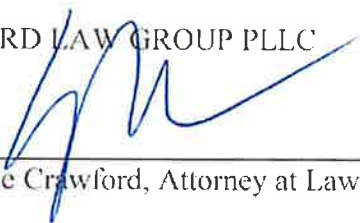
10. IS INSURANCE AS TO MATTERS OF SURVEY REQUIRED? For Lender? Yes.
For Owner? Yes.
11. USE OF PROPERTY: COMMERCIAL
12. MECHANICS LIENS: None of Record.
13. APPURTENANT EASEMENTS AND PARTY WALL RIGHTS. IF SUCH EASEMENTS OR RIGHTS OVER ADJOINING PREMISES ARE BEING CONVEYED OR PLEDGED, HAVE YOU EXAMINED THE TITLE TO THE ADJOINING PREMISES AND DO YOU CERTIFY THAT UNENCUMBERED TITLE TO SUCH EASEMENTS OR RIGHTS ARE VESTED IN THE SELLER OF BORROWER? YES ___ NO ___ NOT APPLICABLE X___
14. IS THERE ANY RIGHT OF FIRST REFUSAL? YES ___ NO X___
15. ARE THERE ANY OPTIONS TO PURCHASE? YES ___ NO X___
16. WAS THERE A FORECLOSURE IN THE CHAIN DURING THE SEARCH PERIOD? IF SO PLEASE PROVIDE: A COPY OF THE SUBSTITUTION OF TRUSTEE DOCUMENT AND THE TRUSTEE'S DEED YES ___ NO X___
17. IS THE PERIOD OF EXAMINATION AT LEAST FOR A PERIOD OF 40 YEARS? YES ___ NO X___ IF NOT, STATE CIRCUMSTANCES: Only 2 year chain of title requested.

CERTIFICATION

This certification is for the sole and exclusive use by BRIGLIA HUNDLEY PC and is based upon a personal examination of public records affecting the title to real estate described in the attached Deed or Deed of Trust. The personal examination covers a period of not less than two (2) years. The undersigned further certifies (a) that, so far as known to the undersigned, there is no dispute among attorneys of the local bar as to the validity of the title to the real estate covered by this report, and (b) that the title is in no way depended upon the validity of a sale of the property for delinquent taxes or assessments.

This title is certified down to the following date: **April 3, 2019 @ 8:59AM**

CRAWFORD LAW GROUP PLLC



E. Adelaide Crawford, Attorney at Law

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